HUNTINGTON EXPLORATION INC.

ANNUAL REPORT
2000

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Corporate Profile

Huntington Exploration Inc. is in the business of mineral exploration and development in Canada. The shares of Huntington are listed on the Canadian Venture Exchange and trade under the symbol "HEI".

Corporate History

Huntington Exploration Inc. (the Company) was incorporated as 676182 Alberta Ltd. under the laws of Alberta by Articles of Incorporation dated November 28, 1995. On February 1, 1996 the Company changed its name to Goldust Mines Ltd. and subsequently, on July 18, 1997 changed its name to Huntington Exploration Inc. The Company adopted the French name equivalency of Exploration Huntington Inc. on the same date. Pursuant to an agreement between the Company and Croinor Explorations Inc., the Company purchased a portfolio of 12 mineral properties in Canada. The acquisition, which closed on March 29, 1996, included a 50 percent interest in the Croinor gold property located near Val d'Or, Quebec. On April 14, 1996 the Company acquired the remaining 50 percent interest in the Croinor property from Cambior Inc. From mid-1996 through to the spring of 1997, the Company completed a 50,000 ton open pit bulk sampling project on the Croinor property producing 5,332 ounces (oz.) of gold. Three of the Company's principal gold properties were under option to industry partners for further exploration and development for various periods in the last five years. Total expenditures of over $1,400,000 have been made by these industry partners on mineral exploration over this period on the Company's properties.

NOTICE OF ANNUAL GENERAL MEETING

Shareholders are invited to attend the Annual General Meeting on Tuesday, June 26, 2001 at 11:00 a.m. in the Hamilton Room of the Bow Valley Square Conference Center, Third Floor, 205 - 5 Avenue S.W., Calgary, Alberta.

REPORT TO SHAREHOLDERS

HUNTINGTON CONTINUED ITS INVOLVEMENT in the Canadian mineral exploration business in 2000 with significant activity occurring on the Croinor gold property. Revenue for the twelve months ended December 31, 2000 was $32,000 compared to revenue of $93,000 in 1999. Funds used in operations totalled $116,000 or $0.01 per share for the period compared to $137,000 or $0.01 per share for 1999, while the loss was $150,000 or $0.01 per share for 2000 compared to $113,000 or $0.01 per share in the previous year. Throughout 2000, while low prices prevailed in the precious metals industry, Huntington continued to conserve cash resources, held overhead expenses to a minimum and limited property holding costs.

Under the 1997 option agreement with South-Malartic Explorations Inc. respecting the Croinor gold property (100 percent Huntington) located near Val d'Or, Quebec, South-Malartic has the right to earn a 70 percent interest in the property by incurring exploration expenditures of $1,500,000 over a six-year period. It has reported expending $792,000 on the Croinor property up to August 31, 2000. The most significant results came from the diamond ore drilling program carried out in 2000. In January 2001, South-Malartic announced the results of a resource evaluation study carried out by the consulting firm of Geostat International Inc.

In the report, Geostat indicates that the present resources, obtained from the diamond drilling, are 3,081,000 tonnes at a grade of 3.04 grams per ton(g/t) for some 301,000 ounces of contained gold using a Au>1.15 g/t cutoff. It emphasizes that the deposit is open at depth and on strike. Mineralization at Croinor consists of chalcopyrite, pyrite and native gold, and is found in shear zones within an altered diorite intrusive, tensional structures perpendicular to these shear zones, and zones of brecciated diorite.

The Croinor deposit is accessible at or near surface. Overburden is shallow averaging only some three meters. According to Geostat the project may prove amenable to low cost open pit mining. South-Malartic is continuing to work at the Croinor property with further exploration planned for the summer of 2001. The Croinor property remains a principal valuable asset to the Company, with significant gold resources and potential for further exploration to define additional volumes.

No further exploration expenditures, other than holding costs, were incurred during 2000 on the Company's remaining eight mineral exploration properties, located in Quebec, Ontario, Nova Scotia and Northwest Territories.

Throughout 2000, the Company continued to seek industry partners to option the Company's properties and conduct further exploration and development to enhance their value. In addition, Huntington has actively sought out other opportunities for the diversification of the Company's operations.

On behalf of the Board,

John A. Pope, P.Eng.
President
May 7, 2001
Calgary, Alberta

REVIEW OF MINERAL PROPERTIES

HUNTINGTON HAS NINE MINERAL PROPERTIES in Canada. The properties have undergone geological investigations ranging from grass roots to extensive in previous years.

Croinor Property - Quebec

The Croinor gold property is located approximately 55 kilometers east of Val d'Or, Quebec and consists of 133 claims covering 2,101 hectares (100 percent Huntington). The Croinor property has been explored intermittently over the years, both from the surface and underground, commencing in 1944 and continuing through to 1996 when an open-pit 50,000 ton bulk sampling project was undertaken by the Company. The bulk sampling was completed in 1997 yielding 5,332 oz of gold. The majority of the ore was processed through the AurBel Mill near Val d'Or which yielded a 97 percent gold recovery. The overall grade of the bulk sample was 2.94 grams per ton (g/t) which is equivalent to 0.095 oz/ton.

In August, 1997 the Company entered into an option and joint venture agreement with South-Malartic Explorations Inc. who has the right to earn a 70 percent interest by incurring total exploration expenditures of $1,500,000 over a six year period. To August 31, 2000 South-Malartic reported spending $792,000 on mineral exploration with some of the most significant results coming from the diamond ore drilling program carried out in 2000. On January 16, 2001 South-Malartic announced the results of a resource evaluation study carried out by the consulting firm of Geostat International Inc. In its report, Geostat indicates that the present resources, obtained from diamond drilling, are 3,081,000 tonnes at a grade of 3.04 g/t for some 301,000 ounces of contained gold. It emphasizes that the deposit is open at depth and on strike. The calculation was carried out using state of the art geophysical and computer methods distributed as follows:

Au>1.15 g/t	Metric tonnes	Grade g/t
Total	3,081,000	3.04
Measured	1,331,000	3.46
Indicated	1,140,000	2.56
Inferred	610,000	2.47

Mineralization at Croinor consists of chalcopyrite, pyrite and native gold, and is found in shear zones within an altered diorite intrusive, tensional structures perpendicular to these shear zones, and zones of brecciated diorite. The Croinor deposit is accessible at or near surface. Overburden is shallow averaging only some three meters. According to Geostat the project may prove amenable to low cost open pit mining. South-Malartic is continuing to work at the Croinor property with further exploration planned for the summer of 2001.

Tex-Sol - Quebec

The Tex-Sol gold property is located approximately 18 kilometers east of Val d'Or, Quebec. The property (100 percent Huntington) consists of 10 claims covering an area of approximately 600 hectares. The Tex-Sol Property is located within the same Greenstone Belt as other producing mines in the general area.

El Sol Gold Mines Ltd. initially explored the Tex-Sol property from 1946 to 1948. The property remained inactive until 1986 when Dominion Explorers Inc. evaluated the grounds with geological mapping, ground geophysical surveys, and 16 diamond drill holes. Further exploration was conducted in 1998 by Aur Resources Inc. which had the Tex-Sol property under option from the Company. Aur incurred expenditures in excess of $200,000. Potential exists to discover economic mineralization within the sector that lies down plunge from the known ore at the adjacent Louvicourt Goldfield.

Macassa Creek/Missing Lake - Mishibishu Lake Area, Ontario

These properties are located approximately 80 kilometers southeast of the Hemlo Gold Mines in the Mishibishu Lake area, Ontario. The Macassa Creek property (100 percent Huntington) is comprised of 148 contiguous claims; 124 of the claims are subject to a $1\frac{1}{2}$ percent net smelter return. The property was optioned to Noranda Exploration Co. Ltd. between 1988 and 1990. The Missing Lake property is located along the same geological greenstone belt as Macassa Creek and consists of 46 contiguous claims (100 percent Huntington in 45 claims, 50 percent in one claim). During the period May 1996 to May 2000 both the Macassa Creek and Missing Lake properties were under option to Murgor Resources Inc.

Murgor reported incurring approximately $400,000 in exploration expenditures on the Company's property which included defining the gold bearing potential of the Dorset Zone, which had been traced for three kilometers. Further work by Battle Mountain Canada Ltd. on the adjoining Murgor lands further explored the Dorset Zone.

West Gore - Nova Scotia

The West Gore Property (100 percent Huntington) is located in Hants County and is comprised of 16 claims of which 12 are subject to a 10 percent net profits interest. The area has been explored and exploited for antimony and gold since the discovery of the main deposit in the early 1880s.

Fairbank - Ontario

The Fairbank Property is located near Sudbury. The Company's 100 percent interest in the property was transferred to Falconbridge Ltd. in 1989. Falconbridge is required to pay an advance royalty payment to the Company of $5,000 per year until 2008. The Company will receive a 2 percent net smelter return royalty from any future production on the property. The property contains the potential for large deep nickel deposits.

Sturgeon Lake - Ontario

The Sturgeon Lake Property is located near Thunder Bay. The Company has a 33 percent interest in this 80 claim property, which is operated by Inmet Mining Corporation.

Cape Smith - Quebec

Energold Minerals Inc. is the operator of this property located on the north end of the Ungava Peninsula. Huntington holds a 13 percent interest in the Cape Smith Property. Marginal nickel-copper mineralization has been found on this property.

Labine Point - NWT

The Company holds a 50 percent interest in three mining leases at Labine Point, Great Bear Lake, NWT, under lease to 2002. Falconbridge Ltd., as operator of the leases, holds the remaining 50 percent interest. Over the period 1974 to 1981, Echo Bay Mines Ltd., which owned and operated the adjoining Eldorado Silver-Uranium Mine, optioned the property and carried out exploration consisting of geophysics and diamond drilling.

MANAGEMENT'S DISCUSSION AND ANALYSIS

THE COMPANY CONTINUED THROUGHOUT 2000 to conserve cash resources, to keep overhead to a minimum and not to incur any exploration expenditures, other than lease and claim renewal and maintenance costs, on its own properties. The principal mineral exploration activity for the Company in 2000 occurred on the Croinor gold property which was optioned to South-Malartic Explorations Inc. in August 1997. It reported spending $792,000 up to August 31, 2000. South-Malartic has the option to spend $1,500,000 on exploration over a six-year period to earn a 70 percent interest. The Croinor property is the Company's most significant holding and is expected to continue to contribute to the future growth and benefit of the Company.

Revenue and Expenses

Revenue for the twelve months ended December 31, 2000 was $32,472, compared to revenue of $93,286 in 1999. Funds used in operations were $115,527 or $0.01 per share for the period compared to $136,871 or $0.01 per share for the prior year, while the loss was $149,548 or $0.01 per share in 2000 compared to $113,313 or $0.01 per share in 1999.

Total expenses for the year were $182,020 ($206,599 in 1999). Mining exploration costs were $27,136 ($28,110 in 1999). Depreciation on office and other equipment was $4,790 ($6,844 in 1999). General and administrative expenses were $120,863 ($135,747 in 1999) and consisted mainly of consulting fees, share transfer services and office expenses. The write-down on investments was $29,231 ($33,625 in 1999) while there was no interest expense ($2,273 in 1999).

Financial Position

Certain equipment remaining from the Croinor bulk sampling project in 1997 was sold during 1999, realizing proceeds of $144,150 and a gain of $33,900. Also in 1999 investments were sold for proceeds of $54,377 which generated a gain of $30,127.

Long-term debt in the amount of $103,114 relates to the acquisition of the mineral properties from Croinor Explorations Inc. in 1996. This amount is without interest or fixed terms of repayment.

At the end of the year, the Company had $394,676 ($506,833 in 1999) in cash and short-term deposits and $125,039 ($154,270 in 1999) in marketable securities.

MANAGEMENT'S REPORT

The accompanying financial statements of Huntington Exploration Inc. have been prepared by management in accordance with Canadian generally accepted accounting principles.

The Company's accounting procedures and related systems of internal control are designed to provide reasonable assurance that its assets are safeguarded and its financial records are reliable. Management is satisfied that these financial statements have been prepared accordingly and within reasonable limits of materiality. Further, management is satisfied that the financial information through the balance of this report is consistent with the information presented in the financial statements.

KPMG LLG, independent auditors, have been appointed by the shareholders of Huntington. They have examined the financial statements of the Company for the year ended December 31, 2000 and the auditors' opinion is expressed herein.

The Audit Committee have reviewed these statements with management and the auditors have reported to the Board of Directors. The Board of Directors have approved the financial statements.

John A. Pope, P.Eng.
President and
Chief Executive Officer

Andrew S. Burgess, C.A.
Vice President and
Chief Financial Officer

AUDITORS' REPORT

To the Shareholders of Huntington Exploration Inc.

We have audited the consolidated balance sheets of Huntington Exploration Inc. as at December 31, 2000 and 1999 and the consolidated statements of operations and deficit and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2000 and 1999 and the results of its operations and its cash flows for the years then ended in accordance with Canadian generally accepted accounting principles.

KPMG LLP

Chartered Accountants
Calgary, Canada
January 12, 2001

Consolidated Balance Sheets

December 31, 2000 and 1999

	2000	1999
ASSETS		
Current assets:		
Cash and short-term deposits	$ 394,676	$ 506,833
Investments (market value 2000 - $125,039; 1999 - $172,810)	125,039	154,270
Accounts receivable	5,829	5,288
	525,544	666,391
Mineral properties (note 3)	871,901	881,901
Capital assets (note 4)	11,177	15,967
	$ 1,408,622	$ 1,564,259
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued liabilities	$ 10,673	$ 16,762
Long-term debt (note 5)	103,114	103,114
Provision for site restoration	66,000	66,000
Shareholders' equity:		
Share capital (issued 10,510,392 shares) (note 7)	4,481,920	4,481,920
Deficit	(3,253,085)	(3,103,537)
	1,228,835	1,378,383
Future operations (note 2)		
	$ 1,408,622	$ 1,564,259

See accompanying notes to consolidated financial statements.

Approved by the Board:

Director

Andrew A. Burgess

Director

Consolidated Statements of Operations and Deficit

Years ended December 31, 2000 and 1999

	2000	1999
Revenue:		
Investment income	$ 32,472	$ 29,259
Gain on sale of capital assets	-	33,900
Gain on sale of investments	-	30,127
	32,472	93,286
Expenses:		
General and administrative	120,863	135,747
Write-down of investments	29,231	33,625
Mineral exploration costs	27,136	28,110
Interest	-	2,273
Depreciation	4,790	6,844
	182,020	206,599
Net loss for the year	(149,548)	(113,313)
Deficit, beginning of year	(3,103,537)	(2,990,224)
Deficit, end of year	$(3,253,085)	$(3,103,537)
Loss per share	$ (0.01)	$ (0.01)

See accompanying notes to consolidated financial statements.

Consolidated Statements of Cash Flows

Years ended December 31, 2000 and 1999

	2000	1999
Cash flow provided by (used in) operating activities:		
Net loss for the year	$ (149,548)	$ (113,313)
Items not involving cash:		
Depreciation	4,790	6,844
Write-down of investments	29,231	33,625
Gain on sale on investments	-	(30,127)
Gain on sale of capital assets	-	(33,900)
Funds used in operations	(115,527)	(136,871)
Changes in non-cash working capital:		
Accounts receivable	(541)	2,338
Accounts payable and accrued liabilities	(6,089)	(6,144)
	(122,157)	(140,677)
Financing:		
Repayment of long-term debt	-	(26,305)
Investments:		
Option payments received on mineral properties	10,000	-
Proceeds on disposition of investments	-	54,377
Proceeds on disposition of capital assets	-	144,150
Acquisition of investments	-	(9,250)
	10,000	189,277
Increase (decrease) in cash and cash equivalents	(112,157)	22,295
Cash and cash equivalents, beginning of year	506,833	484,538
Cash and cash equivalents, end of year	$ 394,676	$ 506,833
Cash and cash equivalents is comprised of:		
Cash	$ 27,213	$ 63,877
Short term deposits	367,463	442,956
	$ 394,676	$ 506,833

See accompanying notes to consolidated financial statements.

Notes to Consolidated Financial Statements

Years ended December 31, 2000 and 1999

1. INCORPORATION:

The Company is incorporated under the laws of the Province of Alberta.

2. SIGNIFICANT ACCOUNTING POLICIES:

(a) Future operations:

The Company has a reasonable expectation that it has adequate resources to continue for the foreseeable future, and accordingly, these financial statements have been prepared on a going concern basis, although additional capital and further business development may be required to achieve profitable operations and positive cash flows on a commercial scale.

(b) Investments:

Investments are stated at the lower of cost and market.

(c) Mineral property interests:

Costs of acquiring mineral properties are deferred until either commercial production is established or the property is abandoned; at that time the costs will be either amortized on a unit of production basis or fully charged to operations.

Proceeds from sale of properties and earn-in arrangements in which the Company has retained an economic interest are credited against property costs and no gain is recorded until all costs have been fully recovered. Periodically, a determination is made by management as to the status of each property. Where a property shows no promise from prior exploration results and is dormant, the claims may be allowed to lapse. At management's discretion, the properties or costs are written off or written down to a nominal value where an interest in claims remains. Management also periodically determines if an exploration property is impaired and whether the carrying value of such property should be written-down and whether exploration costs incurred should be charged against earnings rather than being deferred.

Amounts recorded for mineral properties represent costs incurred to date, net of writedowns, and are not intended to reflect present or future values. The recoverability of amounts shown for mineral properties is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain necessary financing to complete the development, and future profitable production or proceeds from the disposition thereof.

(d) Capital assets:

Capital assets are stated at their cost. Depreciation is provided by the declining balance method at 30 percent per annum.

(e) Provision for site restoration:

The provision relates to the Croinor property and is the total estimated liability to restore the site.

(f) Loss per share:

Loss per share is calculated based on the weighted average number of shares outstanding during the year.

(g) Cash and cash equivalents:

Cash and cash equivalents is defined to include short term deposits with maturities less than 90 days.

2. **SIGNIFICANT ACCOUNTING POLICIES: (continued)**

(h) Income taxes:

The Corporation adopted the liability method of tax allocation accounting without restatement of prior years, as recommended by the Canadian Institute of Chartered Accountants, effective January 1, 2000. Under the liability method, the difference between tax assets and liabilities and their financial reporting basis is computed and measured using the current tax rates.

Prior to the adoption of new recommendations, the Corporation followed the deferral method of tax allocation accounting under which the provision for corporate income taxes was based on the reported earnings taking into consideration the tax effects of timing differences between financial statement income and taxable income.

(i) Measurement uncertainty:

The amounts recorded for depreciation of capital assets, the provision for future site restoration, write down on mineral properties and write down on investments are based on estimates. By their nature, these estimates are subject to measurement uncertainty and the effect on the financial statements of changes in such estimates in future periods could be significant.

3. **MINERAL PROPERTIES:**

Mineral properties consist of the following:

	2000	1999
Croinor	$ 646,901	$ 656,901
Tex-Sol	100,000	100,000
West Gore	25,000	25,000
Macassa Creek	50,000	50,000
Missing Lake et al	50,000	50,000
	$ 871,901	$ 881,901

The Company has interests in the following properties:

(a) Croinor Property, Pershing Township, Quebec:

The Company owns a 100 percent interest in 133 mineral claims. Five of the claims are subject to a 10 percent after-payout net profits interest, 92 claims are subject to a 10 percent after pay-out net profits interest on a 50 percent interest in the claims and the remaining 50 percent interest is subject to 5 percent after-payout net profits interest and 36 claims are subject to a net smelter return of 1.5 percent. In August 1997, the Company entered into an Option Agreement with South-Malartic Explorations Inc. South-Malartic Explorations has the right to earn a 70 percent interest in the property by incurring exploration expenditures of $1,500,000 over six years. South-Malartic Explorations has reported expending $792,000 as of August 31, 2000.

(b) Tex-Sol Property, Bourlamaque Township, Quebec:

The Company owns a 100 percent interest in 10 claims.

(c) West Gore, Hants County, Nova Scotia:

The Company owns 100 percent in an exploration license comprising 16 claims, subject to a 10 percent net profits interest.

(d) Macassa Creek, David Lakes and Pukaskwa River Townships, Ontario:

The Company owns a 100 percent interest in 142 mineral claims. Of these claims 124 are subject to a 1.5 percent net smelter return royalty. Pursuant to an Option Agreement, Murgor Resources Inc. had the right to earn a 50 percent interest in the claims by incurring a total of $300,000 in exploration expenditures. The agreement terminated on May 16, 2000 without Murgor earning an interest in the claims. It reported expending $237,725 in exploration costs.

3. **MINERAL PROPERTIES: (continued)**

(e) Missing Lake, Point Isacor and Mishubishu Lake Townships, Ontario:

The Company owns a 100 percent interest in 45 mineral claims and a 50 percent interest in one mineral claim. Pursuant to an Option Agreement, Murgor Resources Inc. had the right to earn a 50 percent interest in all 46 claims by incurring a total in exploration expenditures of $10,000 on one of the claims and $150,000 on 45 of the claims. The agreement terminated on May 16, 2000 at which point Murgor had earned a 50 percent interest in one claim and did not earn in the other 45 claims. It reported expending $30,340 on the single claim and $136,682 on the other 45 claims.

4. **CAPITAL ASSETS:**

	2000	1999
Mining equipment	$ 20,000	$ 20,000
Office and other equipment	45,818	45,818
	65,818	65,818
Accumulated depreciation	54,641	49,851
	$ 11,177	$ 15,967

5. **LONG-TERM DEBT:**

	2000	1999
Note payable	$ 103,114	$ 103,114

Note payable is without interest or fixed terms of repayment.

6. **INCOME TAXES:**

During the year, the Corporation changed its method of accounting for income taxes from the deferral method to the liability method as described in note 2 and has applied this change retroactively without restating prior periods.

Effective January 1, 2000, the Company adopted the liability method of accounting for income taxes. This change did not have an impact on these financial statements.

The components of the Company's future income tax asset at December 31, 2000 are as follows:

Future income tax assets	
Future site restoration	$ 29,400
Tax losses	317,200
Mineral properties	2,981,000
Future income tax asset	3,327,600
Valuation allowance	(3,327,600)
Net future income tax asset	$ –

3. INCOME TAXES: (continued)

At December 31, 2000, the Company has non-capital losses of approximately $710,000 expiring at various dates to December 31, 2006. At December 31, 2000, the Company has resource deductions relating to mineral properties of approximately $7,561,000. This includes approximately $1,780,000 of Canadian Development Expense, approximately $2,100,000 of Canadian Exploration Expense and approximately $3,681,000 in successor tax pools.

7. SHARE CAPITAL:

Authorized:

The authorized share capital consists of an unlimited number of common shares and an unlimited number of preferred shares issuable in series.

8. FINANCIAL INSTRUMENTS:

The carrying amount of short-term deposits, accounts receivable and accounts payable approximate the fair value because of the near-term maturity of those instruments.

The fair value of marketable securities is assumed to be equal to the market value of securities which is disclosed on the face of the consolidated balance sheet.

The fair value of long term debt is not practicably determinable as it is non-interest bearing with no fixed terms of repayment.

CORPORATE INFORMATION

DIRECTORS
Andrew S. Burgess
Vice-President,
Huntington Exploration Inc.

John A. Pope
President,
Huntington Exploration Inc.

C. Alan Smith
President,
Aeonian Capital Corporation

William H. Smith, Q.C.
Partner,
McCarthy Tétrault
Barristers & Solicitors

OFFICERS
C. Alan Smith
Chairman

John A. Pope
President and Chief Executive Officer

Andrew S. Burgess
Vice President and Chief Financial Officer

William H. Smith, Q.C.
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